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Roots Ready Made Garments Co. W.L.L.

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

ROOTS READY MADE GARMENTS CO.
W.L.L.,

Plaintiff,

v.

THE GAP, INC., a/k/a, GAP, INC., GAP
INTERNATIONAL SALES, INC., BANANA
REPUBLIC, LLC, AND OLD NAVY, LLC,

Defendants.

Case No: C 07 3363 (CRB) (WDB)

**DECLARATION OF ASHRAF ABU ISSA
IN OPPOSITION TO DEFENDANTS'
MOTION FOR PROTECTIVE ORDER**

Date: August 6, 2008

Time: 1:30 p.m.

Place: Courtroom 4, 3rd Floor

Judge: Wayne D. Brazil

Ashraf Abu Issa declares the following under penalty of perjury:

1. From the company's founding until in or around December 2004, I served as the Chief Executive Officer of Roots Ready Made Garments Co. W.L.L. ("Roots"). I make this declaration in support of Roots' opposition to the motion for a protective order filed by Gap, Inc., Gap International Sales, Inc., Banana Republic, LLC, and Old Navy, LLC (collectively, "Gap") to prevent Roots from taking the deposition of Don Fisher.

2. In late 2004, I met with Mr. Fisher, Gap's founder and former Chief Executive Officer and Chairman of the Board, in San Francisco, California. The meeting was arranged by Alain Moreaux, a former Gap employee whom Roots hired to serve as its Vice President, Retail.

1 3. In the motion for a protective order, Gap incorrectly describes my meeting with
2 Mr. Fisher as an “inconsequential” “exchange of pleasantries.” In fact, during the meeting,
3 which lasted approximately forty-five minutes, Mr. Fisher and I engaged in a substantive
4 discussion concerning the business relationship between Gap and Roots – an issue that is
5 sharply contested in this litigation.

6 4. Mr. Fisher appeared to be well aware of Roots’ activities in the Middle East
7 market in connection with Gap’s International Sales Program (“ISP”). Mr. Fisher and I
8 discussed the results of Roots’ ISP operations in its own retail stores in Qatar and through its
9 retail partners in the United Arab Emirates; Roots’ strategy for opening other markets in the
10 Middle East and North Africa; and Roots’ projected store openings and sales volumes in the
11 Arabic-speaking countries of the Middle East and North Africa.

12 5. Mr. Fisher stated that he was very impressed with Roots’ success in Qatar and
13 the UAE, and he sought my advice about the best method for handling the distribution of Gap
14 merchandise in the region. He also inquired about the fashion industry in the Middle East, and
15 how other brands are distributed in the region.

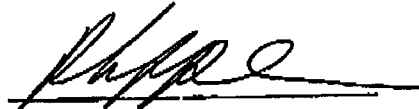
16 6. Toward the end of the meeting, Mr. Fisher insisted that I meet as soon as possible
17 with Andrew Rolfe, who was then in charge of Gap’s international division to discuss future
18 business opportunities between Gap and Roots. Mr. Fisher contacted Mr. Rolfe to arrange the
19 meeting.

20 7. Mr. Fisher assured me that Gap and Roots had and would continue to enjoy a
21 long-term business relationship. This encouraged Roots to continue to expend time and money
22 to expand Roots’ operations in the Middle East and North Africa.

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I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 16th day of July 2008 in Doha, Qatar.



Ashraf Abu Issa

DECL. OF ASHRAF ABU ISSA
Case No.: C 07 3363 CRB.